

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY**

In the Matter of:)
Civil Money Penalty Assessment Against)
Omega Bank, National Association)
State College, Pennsylvania)
_____)

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (the “Comptroller”) intends to initiate a Civil Money Penalty proceeding against Omega Bank, State College, Pennsylvania (the “Respondent”), pursuant to 42 U.S.C. § 4012a(f) and (g) through the issuance of Notice of Intent to Assess a Civil Money Penalty for activities detailed in the combined safety and soundness and consumer compliance examination, which started June 24, 2002 and the letter to the Bank, dated June 25, 2003; and

WHEREAS, in the interest of cooperation and to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, the Comptroller and Respondent desire to enter into this Stipulation and Consent Order (the “Order”);

NOW, THEREFORE, in consideration of the above premises, it is stipulated by and between the Comptroller, through his duly authorized representative, and Respondent that:

Article I

JURISDICTION

(1) Omega Bank, National Association (the “Bank”) is a national banking association, chartered and examined by the Comptroller, pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 et seq. Accordingly, the Bank is an “insured depository institution,” as that term is defined in 12 U.S.C. § 1813(c)(2), and is a “regulated lending institution,” as that term is defined in 42 U.S.C. § 4003(a)(10).

(2) Pursuant to 42 U.S.C. § 4003(a)(5) and 4012a(f), the Comptroller is the “appropriate Federal entity for lending regulation” to maintain an enforcement proceeding against the Bank. Therefore, Respondent is subject to the authority of the Comptroller to initiate and maintain an assessment of a Civil Monetary Penalty against the Bank pursuant to 42 U.S.C. § 4012a(f).

Article II

CIVIL MONEY PENALTY

(1) Without admitting or denying any wrongdoing, Respondent hereby consents to the payment of a Civil Money Penalty in the amount of two thousand seven hundred dollars (\$ 2,700), which shall be paid upon execution of this Order. Respondent shall make payment in full by check made payable to the National Flood Insurance Program. The check shall be delivered to Kevin Montgomery, Financial Management Specialist, Federal Emergency Management Agency, Mitigation Division, c/o NFIP Bureau and Statistical Agent, 7700 Hubble Drive, Lanham, Maryland 20706.

Respondent shall deliver a copy of the check to Deputy Comptroller Fred D. Finke, Office of the Comptroller of the Currency, 1114 Avenue of the Americas, Suite 3900, New York, New York 10036.

(2) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. §§ 1818 (b), (h) or (i) (as amended).

Article III

WAIVERS

(1) By executing this Order, Respondent waives:

(a) the right to the issuance of a Notice pursuant to 12 U.S.C. § 1818(i) and 42 U.S.C. § 4012a(f)(4);

(b) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i), 12 C.F.R. Part 19, and 42 U.S.C. § 4012a(f)(4);

(c) all rights to seek judicial review of this Order;

(d) all rights in any way to contest the validity of this Order;

(e) any and all claims for fees, costs or expenses against the Comptroller, or any of his agents or employees, related in any way to this enforcement matter or this Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412; and

(2) It is hereby agreed that the provisions of this Order constitute a settlement of a Civil Money Penalty contemplated by the Comptroller. The Comptroller agrees not to institute proceedings for the specific acts, omissions, or violations contained in the Report

of Examination containing conclusions of the combined safety and soundness and consumer compliance examination, which started on June 24, 2002, and the letter to the Board, dated June 25, 2003, unless such acts, omissions, or violations reoccur.

(3) It is further agreed that the provisions of this Order shall not be construed as an adjudication on the merits and, except as set forth above, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Respondent if, at any time, he deems it appropriate to do so to fulfill the responsibilities placed upon him by the several laws of the United States of America.

(4) Respondent understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Order, and that nothing herein constitutes, nor shall Respondent contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

IN TESTIMONY WHEREOF, the undersigned have hereunto set their hands.

Signed
Fred D. Finke
Deputy Comptroller
Northeastern District Office

5/24/04
Date

Directors' Names

Date

Signed
Raymond P. Agostinelli

4/26/04

Signed
Edward J. Anderson

4/26/04

Signed
Ralph W. Arthur Jr.

4/26/04

Signed
Carl H. Baxter

4/26/04

Signed
Richard L. Campbell

4/26/04

Signed
Allen E. Gibboney

April 26, 2004

Signed
Philip E. Gingerich

4/26/04

Signed
Frederick J. Kissinger

4/26/04

Signed
Donita R. Koval

4/26/04

Signed
Stephen M. Krentzman

4/26/04

Signed
David B. Lee

4-26-04

Signed
D. Stephen Martz

4-26-04

Signed
Robert N. Oliver

4/26/04

Signed
James W. Powers, Sr.

4-26-04

Signed
Stanton R. Sheetz

4-26-04

Signed
Robert A. Szeyller

4-26-04